

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

DOCKET FILE COPY ORIGINAL
FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page No. 1 of 1

(1) LOCKBOX # 358145

SPECIAL USE

FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)
Citizens Telecom Services Company LLC

(3) TOTAL AMOUNT PAID (U.S. Dollars and cents)
\$860.00

(4) STREET ADDRESS LINE NO. 1
3 High Ridge Park

(5) STREET ADDRESS LINE NO. 2

(6) CITY
Stamford

(7) STATE
CT

(8) ZIP CODE
06905

(9) DAYTIME TELEPHONE NUMBER (include area code)
585-777-8401

(10) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(11) PAYER (FRN)

0005042149

(12) PAYER (TIN)

06-1460891

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

(13) APPLICANT NAME
Citizens Telecommunications Company of North Dakota

(14) STREET ADDRESS LINE NO. 1
2378 Wilshire Boulevard

(15) STREET ADDRESS LINE NO. 2

(16) CITY
Mound

(17) STATE
MN

(18) ZIP CODE
55364

(19) DAYTIME TELEPHONE NUMBER (include area code)
952-491-5564

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(21) APPLICANT (FRN)

0004340931

(22) APPLICANT (TIN)

06-1557680

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID

(24A) PAYMENT TYPE CODE
CUT

(25A) QUANTITY
1

(26A) FEE DUE FOR (PTC)

\$860.00

(27A) TOTAL FEE

\$860.00

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

(24B) PAYMENT TYPE CODE

(25B) QUANTITY

(26B) FEE DUE FOR (PTC)

(27B) TOTAL FEE

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

SECTION D - CERTIFICATION

(30) CERTIFICATION STATEMENT

I, John Adams, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief. SIGNATURE John B. Adams DATE 09-25-02

SECTION E - CREDIT CARD PAYMENT INFORMATION

(31)

MASTERCARD/VISA ACCOUNT NUMBER

EXPIRATION
DATE



MASTERCARD



VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s) authorization herein described.

SIGNATURE

DATE

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

In the Matter of)	
)	
Citizens Telecommunications Company)	
of North Dakota)	
)	
<u>and</u>)	
)	
Missouri Valley Communications, Inc.)	
)	
Petition for Approval of a Streamlined)	
Transfer of Control Pursuant to)	
Sections 63.03 and 63.04 of the)	
Commission's Rules)	

**PETITION FOR APPROVAL OF A STREAMLINED
TRANSFER OF CONTROL**

Citizens Telecommunications Company of North Dakota ("Citizens-ND") **1**

Missouri Valley Communications, Inc. ("**MVCI**") (collectively, the "**Petitioners**"), by their attorneys, hereby request approval, pursuant to Sections **63.03** and **63.04** of the Commission's **Rules**, of the sale, **as** a streamlined transfer of control, of Citizens-ND's Williston, North Dakota exchange to MVCI.

1. The name, address and telephone number of each applicant

Citizens Telecommunications Company of North Dakota
2378 Wilshire Blvd.
Mound, Minnesota **55364**
Attention: Kevin Saville
952-491-5564

Missouri Valley Communications, Inc.
Highway **13** South
Scobey, Montana **59263**
Attention: Richard Thronson
406-783-5654

The government, state, or territory under the laws of which each corporate or partnership applicant is organized

Citizens-ND is a Delaware corporation.

MVCI is a ~~North Dakota~~ corporation.

The name, title, post office address, and telephone number of the officer or contact person, such as legal counsel, to whom correspondence concerning the application is to be addressed

Citizens-ND:

John B. Adams
Kraskin, ~~Lase~~ & Cosson, LLP
2120 L Street, N.W., Suite 520
Washington, D.C. 20037
202-296-8890 Telephone
202-296-8893 Fax

MVCI

Benjamin H. Dickens, Jr.
~~Mary~~ J. Sisak
Blooston, Mordkofsky, Dickens
Duffy & Prendergast
2120 L Street, NW, suite 300
Washington, DC 20037
(202) 659-083

4. **The name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten (10) percent of the equity of the applicant and the percentage of equity owned by each of those entities (to the nearest one (1) percent)**

Citizens-ND is a wholly owned subsidiary of Citizens Communications Company, a Delaware corporation having its principal place of business at 3 High Ridge ~~Park~~, Stamford, CT 06095. Citizens Communications Company is a publicly ~~traded~~ corporation in which no individual or entity owns an equity interest of ten percent or more.

MVCI is a North Dakota company that was created to purchase and operate the Williston exchange. MVCI is owned 50% by Nemont Telephone Cooperative, Inc. and 50% by Valley Telecommunications, Inc. ("Valley"). Valley is owned 100% by Nemont. Nemont Telephone is a cooperative and no individual or entity owns an equity interest of ten percent or more.

5. Certification pursuant to 47 C.F.R. sections 1.2001 through 1.2003 that no party to this application is subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988. See 21 U.S.C. § 853

Citizens-ND and MVCI certify, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules, that neither they, nor any of their affiliates, within the meaning of Section 3(1) of the Communications Act of 1934, as amended, are subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853.

6. Description of the transaction

A. Background

The Commission previously has approved three other transactions in which Citizens-ND is selling five exchanges in North Dakota.¹ Now, Citizens-ND is in the process of selling the last three exchanges it owns in North Dakota. Two of those exchanges, Alexander and Watford City, are being sold to Reservation Telephone Company and one exchange, Williston, North Dakota, is being sold to MVCI. As discussed in Section 12, below, these three exchanges are being sold because they can be operated more efficiently by other incumbent LECs. Upon consummation of

¹ See Domestic Section 214 Application Filed for Consent to Transfer Control of Local Exchange Assets from Citizens Telecommunications Company of North Dakota to Red River Telecom, Inc., Public Notice, WC Docket 02-193, DA 02-1810 (released July 25, 2002); Domestic Section 214 Application Filed for Consent to Transfer Control of Local Exchange Assets from Citizens Telecommunications Company of North Dakota to Dickey Rural Access, Inc., Public Notice, WC Docket 02-193, DA 02-1809 (released July 25, 2002); and Domestic Section 214 Application Filed for Consent to Transfer Control of Local Exchange Assets from Citizens Telecommunications Company of North Dakota to Polar Telecommunications, Inc., public Notice, WC Docket 02-193, DA 02-1811 (released July 25, 2002). All three petitions were deemed granted pursuant to 47 C.F.R. § 63.03(a) on the 31st day following release of the Public Notices.

these transactions, Citizens-ND will have divested itself of all of its incumbent local exchange operations in North Dakota. Further, neither Citizens-ND nor any of its affiliates will provide competitive local exchange operations in any of the exchange areas being sold in this transaction.

B. The transactions that are the subject of this application

In this particular transaction, Citizens-ND is selling one exchange, Williston, to MVCI. This transaction includes all assets, except those specifically excluded by the Purchase and Sale Agreement between the parties, associated with those exchanges. The transaction, “involves only the transfer of the local exchange assets of an incumbent LEC by means other than an acquisition of corporate control.” See Section 63.03 (b) (1) (iii) of the Commission’s Rules. Upon consummation of this transaction, MVCI will become an incumbent LEC in the Williston, North Dakota exchange area.

7. Description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area

The Williston exchange is located in western North Dakota, a rural area. The Williston exchange serves approximately 9,349 access lines.² The exchange serves portions of Williams County, North Dakota, a county with a population of 19,761. The major town and their population served by the exchange is Williston, with a population of 12,512.

Citizens-ND, an incumbent LEC, provides a full range of residential and business local exchange, switched and special access, custom calling, and information services in the exchange that is being sold to MVCI. MVCI will provide comparable services when it takes ownership of the Williston exchange area.

² Access line counts are as of May 2002

8. A statement as to how the **application fits** into one or more of the **presumptive streamlined** categories in **Section 63.03** or why it is otherwise appropriate for streamlined treatment

This transaction qualifies for presumptive **streamline treatment** because it “involves only the transfer of the local exchange **assets** of an incumbent LEC by means other than an acquisition of control.” See **Section 63.03(b) (1) (iii)** of the Commission’s **Rules**.

9. **Identification of all** other Commission applications **related** to the same transaction.

None

10. A statement of whether the applicants **are requesting special** consideration **because** either party to the **transaction is** facing imminent business failure

Neither party is facing imminent business failure. Accordingly, no special consideration of this application on this ground is requested

11. **Identification** of any **separately filed** waiver **requests** being sought in conjunction with the transaction

On September 24, 2002, Citizens-ND and **MVCI** filed a joint petition seeking “study area waivers” and waivers pursuant to Sections **69.3(e) (1) (1)** (average schedule company) and **69.605 (c) (NECA** carrier common line **tariff)** of the Commission’s **Rules**.

12. A statement showing how grant of the application will serve the **public interest**, convenience and **necessity**, **including** any **additional information** that may be **necessary** to show the **effect of the proposed transaction on** competition in domestic markets

Citizens-ND acquired the North Dakota exchange that is the subject of this transaction from **Qwest** on October 30, 2000. The North Dakota acquisition was part of a larger series of transactions in which the Citizens Communications Companies were acquiring rural local exchange operations **from** Qwest throughout the Western states. The North Dakota transaction involved small “islands” of exchanges in the State as part of a much larger series of transactions that would allow the Citizens Communications Companies to create cohesive and viable regional

operations in the West. However, **the larger series** of transactions was ultimately aborted, **thereby** making it extremely difficult **to** achieve **regionalized economies** of scale **with** the small North Dakota exchange **areas** that Citizens-North Dakota **has** contracted to **sell**.

Insofar as the Williston exchange is concerned, MVCI **and** its **affiliates are** established, incumbent LECs already operating in adjacent exchange **areas**. MVCI's family of companies is geographically and operationally situated **to operate** this small exchange in a highly efficient manner **as** a **natural** extension of their existing **operations**. The exchange will become an integral part of the **operations** of **experienced "North Dakota"** carriers. Accordingly, the public convenience and necessity will be **served** by a grant of **this** petition.

Conclusion

For the reasons stated herein, the parties request that the Commission accord this joint petition presumptive streamlined treatment status and, upon due considerations of the facts before it, issue an order approving the transaction.

Respectfully submitted,

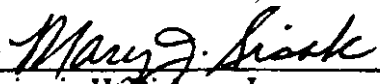
**CITIZENS TELECOMMUNICATIONS
COMPANY OF NORTH DAKOTA**

By 
John B. Adams

Kraskin, Lesse & Cosson, LLP
2120 L Street, N.W., Suite 520
Washington, D.C. 20037
Tel. - 202-296-8890
Fax - 202-296-8893

Its Attorn9

**MISSOURI VALLEY
COMMUNICATIONS, INC.**

By 
Benjamin H. Dickens, Jr.
Mary J. Sisak

Blooston, Mordkofsky, Dickens.
Duffy & Prendergast
2120 L Street, NW, suite 300
Washington, DC 20037
(202) 659-0830

Its Attorneys

This 25th day of September, 2002.